

EXHIBIT D

Form 647
(Revised 12/23)

Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512-463-5555
FAX: 512-463-5709

Filing Fee: See instructions

This space reserved for office use.



Certificate of Conversion
of a
Foreign Entity
Converting to a
Texas Filing Entity

Converting Entity Information

The name of the converting entity is: Street Relations Inc.

The jurisdiction of formation of the converting entity is: California

The converting entity is a: (Select the appropriate entity type from the list shown below.)

- | | |
|---|---|
| <input checked="" type="checkbox"/> For-Profit Corporation | <input type="checkbox"/> Limited Liability Company |
| <input type="checkbox"/> Nonprofit Corporation | <input type="checkbox"/> Professional Limited Liability Company |
| <input type="checkbox"/> Professional Corporation | <input type="checkbox"/> Limited Partnership |
| <input type="checkbox"/> Professional Association | <input type="checkbox"/> Cooperative Association |
| <input type="checkbox"/> Other: _____
<i>Specify type of entity.</i> | <input type="checkbox"/> General Partnership |

The date of formation of the converting entity is: 4/10/2007

The file number, if any, issued to the converting entity is: 3160418

Converted Entity Information

The foreign entity named above is converting to a filing entity formed under the Texas Business Organizations Code. The name of the converted entity is:

Street Relations Inc.

(Name of entity after the conversion must include an organizational identifier for the entity type selected below.)

The converted entity will be formed under the laws of Texas.

The converted entity is a: (Select the appropriate entity type from the list shown below.)

- | | |
|--|---|
| <input checked="" type="checkbox"/> For-Profit Corporation | <input type="checkbox"/> Limited Liability Company |
| <input type="checkbox"/> Nonprofit Corporation | <input type="checkbox"/> Professional Limited Liability Company |
| <input type="checkbox"/> Professional Corporation | <input type="checkbox"/> Limited Partnership |
| <input type="checkbox"/> Professional Association | <input type="checkbox"/> Cooperative Association |

Plan of Conversion <i>or</i> Alternative Statements
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☒ The plan of conversion is attached.

If the plan of conversion is not attached, the following statements must be completed.

☐ In lieu of attaching the plan of conversion, the converting entity certifies to the following statements by providing an address in Items 1 and 2.

1. A signed plan of conversion is on file at the principal place of business of the converting entity. The address of the principal place of business of the converting entity is:

<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>
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2. A signed plan of conversion will be on file after the conversion at the principal place of business of the converted entity. The address of the principal place of business of the converted entity is:

<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>
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A copy of the plan of conversion will be furnished on written request without cost by the converting entity before the conversion or by the converted entity after the conversion to any owner or member of the converting entity or converted entity.

Supplemental Provisions/Information
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Text Area: [The attached addendum, if any, is incorporated herein by reference.]

Certificate of Formation for the Converted Entity
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☒ The certificate of formation for the converted Texas filing entity is attached to this certificate of conversion as an attachment or exhibit to either (i) the plan of conversion or (ii) this certificate if the plan has not been attached to the certificate of conversion. The certificate of formation includes a statement that the converted entity is formed under a plan of conversion and the name, address, date of formation, prior form of organization, and jurisdiction of formation of the converting entity.

Approval of the Plan of Conversion

The plan of conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the converting entity.

Effectiveness of Filing (Select either A, B, or C.)

- A. ☒ This document becomes effective when the document is accepted and filed by the secretary of state.
- B. ☐ This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____
- C. ☐ This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Tax Certification

- ☐ Attached hereto is a certificate from the Texas Comptroller of Public Accounts that certifies the converting entity is in good standing for purposes of conversion.

OR

- ☒ In lieu of providing the tax certificate, the converted entity is liable for the payment of any required franchise taxes.

Execution

The undersigned signs the document subject to the penalties imposed by law for submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Texas Business Organizations Code, or other law applicable to and governing the converting entity, to execute the filing instrument.

Date: 2/5/2025

By: Street Relations Inc.

Name of converting entity (see instructions)

, President

Signature and title of authorized person (see instructions)

Jed Avery Wallace

Printed or typed name of authorized person

Print

Reset

**PLAN OF CONVERSION
OF
STREET RELATIONS INC.
(a California corporation)
TO
STREET RELATIONS INC.
(a Texas corporation)**

Pursuant to Section 1152 of the California Corporations Code (the “CCC”) and Section 10.102 of the Texas Business Organizations Code (“TBOC”), Street Relations Inc., a California corporation, hereby adopts this Plan of Conversion (the “*Plan of Conversion*”), whereby such entity will be converted (the “*Conversion*”) into a Texas corporation, to be known as “Street Relations Inc.” as of February 5, 2025.

1. Name of Converting Entity. The name of the converting entity is Street Relations Inc., a corporation organized under the laws of the State of California (the “*Converting Entity*”).

2. Name of Converted Entity. The name of the converted entity is Street Relations Inc., a corporation organized under the laws of the State of Texas (the “*Converted Entity*”).

3. Continuation of Existence. The Converting Entity is continuing its existence in the organizational form of the Converted Entity.

4. Statement of Type of Entity. The Converted Entity will be a for-profit corporation organized under the TBOC.

5. Manner and Basis of Conversion. The manner and basis of converting the outstanding stock of the Converting Entity into stock in the Converted Entity are as follows:

(a) On the effectiveness of the conversion under this Plan of Conversion, all outstanding stock of the Converting Entity will automatically be converted into the same class and amount of stock in the Converted Entity.

(b) Each shareholder of the Converting Entity will become a shareholder of the Converted Entity.

(c) Each shareholder of the Converted Entity will be deemed to have the same stock that it had in the Converted Entity.

6. Board of Directors. The persons who are the members of the Board of Directors of the Converted Entity shall be the members of the Board of Directors of the Converted Entity, each of such the members of the Board of Directors to serve until his or her resignation or removal or until his or her successor has been duly elected and qualified in accordance with the TBOC and the Bylaws of the Converted Entity.

7. Effective Time. Upon the adoption of this Plan of Conversion by the board of directors and shareholders of the Converting Entity, an authorized representative of the Converting Entity will file or cause to be filed (i) a Certificate of Conversion in substantially the form attached hereto as Exhibit A (the “*CA Certificate of Conversion*”) with the office of the Secretary of State of the State of California in accordance with Section 1150-1159 of the CCC, and (ii) a Certificate of Conversion in substantially the form attached hereto as Exhibit B (the “*TX Certificate of Conversion*”) with the office of the Secretary of State of the State of Texas in accordance with Section 10.102 of the TBOC, which shall each specify that

the Conversion will become effective as of the date and time of the filing of such Certificate of Conversion (the “*Effective Time*”). From and after the Effective Time, the rights and obligations of the shareholders of the Converted Entity will be determined pursuant to (i) the Certificate of Formation of the Converted Entity attached hereto as Exhibit C, (ii) the Bylaws of the Converted Entity in effect as of such time, and (iii) the TBOC. Except as may otherwise be provided in this Plan of Conversion, the Conversion shall have the effects set forth in Section 10.102 of the TBOC and Section 1152 of the CCC.

8. Franchise Taxes. Pursuant to the Conversion, from and after the Effective Time, the Converted Entity will be liable for all fees and franchise taxes required by California law to be paid by the Converting Entity.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has executed this Plan of Conversion as of the day and year first above written.

CONVERTING ENTITY:

STREET RELATIONS INC.
(a California corporation)

By: 

Name: Jed Avery Wallace

Title: President

EXHIBIT A

CA CERTIFICATE OF CONVERSION

Attached.

EXHIBIT B

TX CERTIFICATE OF CONVERSION

Attached.

EXHIBIT C

CERTIFICATE OF FORMATION

Attached.

**CERTIFICATE OF FORMATION
OF
STREET RELATIONS INC.**

The undersigned natural person of the age of eighteen years or more, acting as an organizer of a corporation under the Texas Business Organizations Code, does hereby adopt the following Certificate of Formation for such corporation:

1. The entity being formed is a for-profit business corporation. The name of the corporation is Street Relations Inc. (the "***Corporation***").
2. The initial registered agent of the Corporation is Capitol Corporate Services, Inc. The business address of the registered agent and the registered office is 1501 S MoPac Expy, Suite 220, Austin, Texas 78746.
3. The initial board of directors of the Corporation shall be comprised of one (1) director, and the name and address of the person who is to serve as a director until the first annual meeting of shareholders or until his successor is elected and qualified is as follows:

Name

Address

Jed Avery Wallace

1801 Century Park W, 5th Floor
Los Angeles, CA 90067

4. The initial mailing address of the Corporation is 2940 West Royal Lane, Apt #1159, Irving, Texas 75063.
5. The Corporation is formed under a plan of conversion. The name of the Corporation immediately prior to such conversion was Street Relations Inc., a California corporation. The entity from which the Corporation was converted was originally formed in California on April 10, 2007, as Street Relations LLC, a California limited liability company (the "***Predecessor Company***"). The Predecessor Company was converted into Street Relations Inc., a California corporation, on August 29, 2008, and has been issued file number 3160418 by the California Secretary of State.
6. The aggregate number of shares of capital stock that the Corporation is authorized to issue is 10,000 all of which will be shares of common stock, par value \$0.001 per share ("***Common Stock***").
7. The purpose for which the Corporation is organized is for the transaction of any and all lawful business for which a for-profit corporation may be organized under the Texas Business Organizations Code.
8. The name and address of the organizer of the Corporation are as follows:

Name

Address


Jed Avery Wallace

1801 Century Park W, 5th Floor
Los Angeles, CA 90067

9. Any action required or permitted by law, this Certificate of Formation or the Bylaws of the Corporation to be taken at a meeting of the shareholders of the Corporation may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall have been signed and dated by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.
10. To the fullest extent permitted by the laws of the State of Texas as the same exist or may hereafter be amended, a director of the Corporation will not be liable to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director; provided, that such act or omission does not constitute gross negligence, recklessness, fraud or intentional misconduct. Any repeal or modification of this Section will not increase the personal liability of any director of the Corporation for any act or occurrence taking place before such repeal or modification, or adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification. The provisions of this Section shall not be deemed to limit or preclude indemnification of a director by the Corporation for any liability of a director that has not been eliminated by the provisions of this Section.
11. This Certificate of Formation becomes effective when the document is accepted and filed by the Texas Secretary of State.

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute this Certificate of Formation.

Date: February 5, 2025

DocuSigned by:

AAF99B5E5043459...

Jed Avery Wallace

Form 401-A
(Revised 12/09)



**Acceptance of Appointment
and
Consent to Serve as Registered Agent
§5.201(b) Business Organizations Code**

The following form may be used when the person designated as registered agent in a registered agent filing is an individual.

<u>Acceptance of Appointment and Consent to Serve as Registered Agent</u>		
I acknowledge, accept and consent to my designation or appointment as registered agent in Texas for		
<i>Name of represented entity</i>		
I am a resident of the state and understand that it will be my responsibility to receive any process, notice, or demand that is served on me as the registered agent of the represented entity; to forward such to the represented entity; and to immediately notify the represented entity and submit a statement of resignation to the Secretary of State if I resign.		
X:	<i>Signature of registered agent</i>	<i>Printed name of registered agent</i> <i>Date (mm/dd/yyyy)</i>

The following form may be used when the person designated as registered agent in a registered agent filing is an organization.

<u>Acceptance of Appointment and Consent to Serve as Registered Agent</u>		
I am authorized to act on behalf of <u>Capitol Corporate Services, Inc.</u>		
<i>Name of organization designated as registered agent</i>		
The organization is registered or otherwise authorized to do business in Texas. The organization acknowledges, accepts and consents to its appointment or designation as registered agent in Texas for: <u>Street Relations Inc.</u>		
<i>Name of represented entity</i>		
The organization takes responsibility to receive any process, notice, or demand that is served on the organization as the registered agent of the represented entity; to forward such to the represented entity; and to immediately notify the represented entity and submit a statement of resignation to the Secretary of State if the organization resigns.		
x:	<i>Signature of person authorized to act on behalf of organization</i>	<i>Printed name of authorized person</i> <i>Date (mm/dd/yyyy)</i>